

NOV 01 '07

2-53 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

October 31, 2007



Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 10, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive, 1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is two hundred seventy (270) 4400 cu. ft. gondola cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(BNSF141)

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ASSGN. NO. BNSF141

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

10th day of July, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 91 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 15, 2007, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: Richard F. SeymourTitle: Vice President Sales & MarketingBy: Susan GorkulskyName: SUSAN GORKULSKYTitle: ASST. DIRECTOR OF DOCUMENTATION Executed on this 12th day of July, 2007.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of July, 2007.Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

BNSF RAILWAY COMPANY

By: *John P. Lanigan, Jr.*

Name: John P. Lanigan, Jr.

Title: Executive Vice President & CMO

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 10th day of July 2007

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, LORALEE M. SURIN, a Notary Public of the County and State
aforesaid, certify that John P. Lanigan, Jr. personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of July 2007

Loralee M. Surin
Notary Public

Commission Expires:

10-27-2007
(Notary Public)

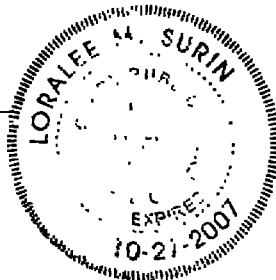


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred seventy (270)

DESCRIPTION OF CARS: Gondolas - Aluminum, highside, rotary dump

CAR NUMBERS:

FURX 960000	FURX 960054	FURX 960130	FURX 960273	FURX 960388	FURX 960507
FURX 960001	FURX 960055	FURX 960131	FURX 960275	FURX 960390	FURX 960508
FURX 960002	FURX 960057	FURX 960136	FURX 960281	FURX 960391	FURX 960509
FURX 960003	FURX 960058	FURX 960141	FURX 960286	FURX 960395	FURX 960510
FURX 960004	FURX 960059	FURX 960145	FURX 960287	FURX 960396	FURX 960513
FURX 960005	FURX 960061	FURX 960146	FURX 960288	FURX 960397	FURX 960517
FURX 960006	FURX 960062	FURX 960147	FURX 960289	FURX 960400	FURX 960518
FURX 960007	FURX 960063	FURX 960149	FURX 960290	FURX 960404	FURX 960523
FURX 960008	FURX 960064	FURX 960152	FURX 960294	FURX 960405	FURX 960531
FURX 960009	FURX 960065	FURX 960161	FURX 960296	FURX 960407	FURX 960534
FURX 960011	FURX 960066	FURX 960166	FURX 960301	FURX 960409	FURX 960535
FURX 960012	FURX 960067	FURX 960167	FURX 960306	FURX 960416	FURX 960537
FURX 960013	FURX 960068	FURX 960169	FURX 960310	FURX 960417	FURX 960543
FURX 960014	FURX 960069	FURX 960171	FURX 960312	FURX 960421	FURX 960547
FURX 960015	FURX 960070	FURX 960174	FURX 960317	FURX 960422	FURX 960548
FURX 960018	FURX 960072	FURX 960175	FURX 960319	FURX 960423	FURX 960549
FURX 960019	FURX 960073	FURX 960177	FURX 960321	FURX 960429	FURX 960550
FURX 960020	FURX 960074	FURX 960181	FURX 960322	FURX 960432	FURX 960555
FURX 960021	FURX 960075	FURX 960184	FURX 960323	FURX 960434	FURX 960558
FURX 960022	FURX 960076	FURX 960188	FURX 960325	FURX 960443	FURX 960559
FURX 960023	FURX 960079	FURX 960198	FURX 960329	FURX 960446	FURX 960561
FURX 960024	FURX 960080	FURX 960200	FURX 960332	FURX 960450	FURX 960564
FURX 960025	FURX 960081	FURX 960205	FURX 960334	FURX 960455	FURX 960565
FURX 960026	FURX 960082	FURX 960208	FURX 960335	FURX 960457	FURX 960568
FURX 960029	FURX 960083	FURX 960221	FURX 960336	FURX 960458	FURX 960572
FURX 960031	FURX 960084	FURX 960224	FURX 960337	FURX 960459	FURX 960574
FURX 960033	FURX 960085	FURX 960225	FURX 960340	FURX 960461	FURX 960575
FURX 960034	FURX 960086	FURX 960226	FURX 960341	FURX 960463	FURX 960576
FURX 960035	FURX 960088	FURX 960229	FURX 960342	FURX 960464	FURX 960578
FURX 960036	FURX 960090	FURX 960231	FURX 960346	FURX 960467	FURX 960581
FURX 960037	FURX 960091	FURX 960232	FURX 960348	FURX 960468	FURX 960584
FURX 960038	FURX 960092	FURX 960233	FURX 960351	FURX 960475	FURX 960590
FURX 960040	FURX 960094	FURX 960235	FURX 960353	FURX 960481	FURX 960592
FURX 960041	FURX 960100	FURX 960236	FURX 960354	FURX 960488	FURX 960595
FURX 960042	FURX 960101	FURX 960237	FURX 960361	FURX 960491	FURX 960596
FURX 960043	FURX 960102	FURX 960239	FURX 960362	FURX 960492	FURX 960600
FURX 960044	FURX 960107	FURX 960240	FURX 960365	FURX 960494	FURX 960601
FURX 960045	FURX 960111	FURX 960242	FURX 960368	FURX 960496	FURX 960603
FURX 960046	FURX 960113	FURX 960261	FURX 960369	FURX 960497	FURX 960604
FURX 960047	FURX 960117	FURX 960262	FURX 960370	FURX 960499	FURX 960607
FURX 960048	FURX 960118	FURX 960263	FURX 960373	FURX 960500	FURX 960611
FURX 960049	FURX 960123	FURX 960265	FURX 960374	FURX 960503	FURX 960612
FURX 960050	FURX 960125	FURX 960267	FURX 960375	FURX 960504	FURX 960620
FURX 960051	FURX 960128	FURX 960269	FURX 960378	FURX 960505	FURX 960621
FURX 960052	FURX 960129	FURX 960270	FURX 960382	FURX 960506	FURX 960622